

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the **Prospectus Regulation**). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the **EU PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**MiFID II product governance/ Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the EUWA (the **UK Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the United Kingdom (**UK**) by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market

assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**Final Terms dated 24 May 2024**

**REDEXIS, S.A.U.**

**Legal entity identifier (LEI): 635400DYWVUY8IC5MR90**

**Issue of EUR 350,000,000 4.375 per cent. Notes due 30 May 2031**

**under the €2,000,000,000**

**Euro Medium Term Note Programme**

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the Base Prospectus dated 14 May 2024 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

The expression **Prospectus Regulation** means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**), or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable state or federal securities laws. Accordingly, the Notes are being offered and sold outside the United States to persons other than U.S. persons pursuant to Regulation S under the Securities Act (**Regulation S**) (see "*Subscription and Sale*"). The Issuer has not been and will not be registered as an investment company under the United States Investment Company Act of 1940, as amended. The Notes are subject to U.S. tax law requirements.

*(Include whichever of the following apply or specify as "Not Applicable". Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or subparagraphs (in which case the subparagraphs of the paragraphs which are not applicable can be deleted). Italics denote directions for completing the Final Terms.)*

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|----|-----|--|---|
| 1. | (a) | Series Number:   | 1                                       |
|    | (b) | Tranche Number:  | 1                                       |
|    | (c) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable                          |
| 2. |     | Specified Currency or Currencies:                                      | Euro ( <b>EUR</b> )                     |
| 3. |     | Aggregate Nominal Amount:  | EUR 350,000,000                         |
|    | (a) | Series:  | EUR 350,000,000                         |
|    | (b) | Tranche:   | EUR 350,000,000                         |
| 4. |     | Issue Price:   | 98.901% of the Aggregate Nominal Amount |
| 5. | (a) | Specified Denominations:   | EUR 100,000                             |
|    | (b) | Calculation Amount:  | EUR 100,000                             |

6.	(a)	Issue Date:	30 May 2024
	(b)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	30 May 2031
8.		Interest Basis:	4.375% Fixed Rate (see paragraph 13 below)
9.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount
10.		Change of Interest Basis:	Not Applicable
11.		Put/Call Options:	Event Put Issuer Call Residual Maturity Call Substantial Purchase Event (see paragraphs 17, 19, 20, 21 below)
12.		Date Board approval for issuance of Notes obtained:	26 April 2024

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13.		Fixed Rate Note Provisions:	Applicable
	(a)	Rate(s) of Interest:	4.375% per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):	30 May in each year, commencing on 2025, up to and including the Maturity Date
	(c)	Fixed Coupon Amount(s):	EUR 4,375 per Calculation Amount
	(d)	Fixed Coupon Amount for a short or long Interest Period ( <b>Broken Amount(s)</b> ):	Not Applicable
	(e)	Day Count Fraction:	Actual/Actual (ICMA)
	(f)	Determination Date(s):	30 May in each year
14.		Floating Rate Note Provisions:	Not Applicable
15.		Zero Coupon Note Provisions:	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

16.		Notice periods for Condition Redemption and Purchase – Redemption for taxation reasons:	Minimum period: 15 days Maximum period: 90 days
17.		Issuer Call:	Applicable

	(a)	Optional Redemption Date(s):	On any Business Day on or prior to the Maturity Date
	(b)	Optional Redemption Amount:	Make-whole Amount
	(c)	Make-whole Amount:	Applicable
	(i)	Reference Bond:	DBR 0% 02/15/31 (ISIN: DE0001102531)
	(ii)	Redemption Margin:	0.35% per annum
	(iii)	Financial Adviser:	BNP Paribas
	(iv)	Quotation Time:	11 a.m. Frankfurt time
	(v)	Discount Rate:	Not Applicable
	(vi)	Make-whole Exemption Period:	From (and including) 28 February 2031 to (but excluding) the Maturity Date
	(d)	If redeemable in part:	
	(i)	Minimum Redemption Amount:	Not Applicable
	(ii)	Maximum Redemption Amount:	Not Applicable
	(e)	Notice periods:	Minimum period: 15 days Maximum period: 90 days
18.		Investor Put:	Not Applicable
19.		Event Put:	Applicable
	(a)	Material Licence Event:	Applicable
	(b)	Material Disposal Event:	Applicable
	(c)	Change of Control Event:	Applicable
	(d)	Event Put Redemption Amount:	EUR 100,000 per Calculation Amount in respect of a Material Licence Event/Material Disposal Event/Change of Control Event
	(e)	Event Put Redemption Date:	30 days after the last day on which Noteholders are able to exercise the Event Put, being 45 days after the end of the Relevant Event Period.
	(f)	Period for exercising Event Put:	Not later than the date falling 45 days after the end of the Relevant Event Period.

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|-----|--|--------------------------------------|
| 20. | Residual Maturity Call:  | Applicable                           |
|     | (a) Date fixed for redemption:   | From and including 28 February 2031. |
| 21. | Substantial Purchase Event:  | Applicable                           |
| 22. | Final Redemption Amount:   | EUR 100,000 per Calculation Amount   |
| 23. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | EUR 100,000 per Calculation Amount   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**


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|-----|---|--|
| 24. | Form of Notes:  | Bearer Notes   |
|     | (a) Form:   | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note  |
|     |   | Notes shall not be physically delivered in Belgium, except to a clearing system, a depository or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005 |
|     | (b) New Global Note:  | Yes  |
| 25. | Additional Financial Centre(s):                               | Not Applicable   |
| 26. | Talons for future Coupons to be attached to Definitive Notes: | No   |

**THIRD PARTY INFORMATION**

The ratings definitions of S&P in section 2 (Ratings) of “Part B – Other Information” have been extracted from <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of **REDEXIS, S.A.U.**:

By: .....  
*Duly authorised*



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing: Application has been made by the Issuer (or on its behalf) for the Notes to be listed on the official list of the Luxembourg Stock Exchange.
- (b) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Luxembourg Stock Exchange with effect from 30 May 2024.
- (c) Estimate of total expenses related to admission to trading: EUR 1,000

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:  
S&P Global Ratings Europe Limited (**S&P**): BBB-  
S&P is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

- (a) Use of proceeds: The net proceeds from the issue of the Notes will be used for the general corporate purposes of the Issuer and its subsidiaries
- (b) Estimated net proceeds: EUR 344,753,500

### 5. YIELD

Indication of yield: 4.562% per annum

### 6. OPERATIONAL INFORMATION

- (a) ISIN Code: XS2828917943
- (b) Common Code: 282891794
- (c) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment

- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (f) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 7. DISTRIBUTION

- (a) Method of distribution: Syndicated
- (b) If syndicated, names of Managers: Banco Bilbao Vizcaya Argentaria, S.A., Banco de Sabadell, S.A., BNP Paribas, CaixaBank, S.A., Intesa Sanpaolo S.p.A. and Mediobanca – Banca di Credito Finanziario S.p.A. (the **Joint Lead Managers**)
- (c) Date of Subscription Agreement: 24 May 2024
- (d) Stabilisation Manager(s) (if any): BNP Paribas
- (e) If non-syndicated, name of relevant Dealer: Not Applicable
- (f) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (g) Prohibition of Sales to EEA Retail Investors: Applicable
- (h) Prohibition of Sales to UK Retail Investors: Applicable
- (i) Prohibition of Sales to Belgian Consumers: Applicable